

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Proliance International, Inc.		07/19/2007	CORPORATION:
RECEIVING PARTY DATA			
Name:	Silver Point Finance, LLC, as agent		
Street Address:	Two Greenwich Plaza		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	1083409	G & O	
Registration Number:	1689838	ULTRA-FUSED	
Registration Number:	1784031	G&O	
Registration Number:	2782707	TRANSPRO	
Registration Number:	1292081	READY AIRE	
Registration Number:	2980626	READY-AIRE	
Registration Number:	1103835	READY-RAD	
Registration Number:	1768567	GDI	
Registration Number:	1769970	GO/DAN INDUSTRIES	
Registration Number:	1771336	READY-CORE	
Registration Number:	1769969	LEMASTER ADAPTER	
Registration Number:	1930965	HEATBUSTER	
Registration Number:	3052709	TRUCK TOUGH	
Serial Number:	76623844	TRACTOR TOUGH	

CH \$490.00 1083409

900085393

TRADEMARK
REEL: 003609 FRAME: 0088

Serial Number:	76635987	HBX
Registration Number:	1998980	AIR PRO QUALITY PARTS
Serial Number:	76668472	E-RING
Registration Number:	3235682	HBX
Serial Number:	78612024	PROLIANCE

CORRESPONDENCE DATA

Fax Number: (212)593-5955

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-756-2494

Email: watt.wanapha@srz.com

Correspondent Name: Watt Wanapha

Address Line 1: 919 Third Avenue

Address Line 2: 19th Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	051511.0056
NAME OF SUBMITTER:	Watt Wanapha (051511.0056)
Signature:	/kc for ww/
Date:	08/27/2007

Total Attachments: 6

source=Trademark Grant of Security Interest for Proliance International Inc#page1.tif

source=Trademark Grant of Security Interest for Proliance International Inc#page2.tif

source=Trademark Grant of Security Interest for Proliance International Inc#page3.tif

source=Trademark Grant of Security Interest for Proliance International Inc#page4.tif

source=Trademark Grant of Security Interest for Proliance International Inc#page5.tif

source=Trademark Grant of Security Interest for Proliance International Inc#page6.tif

EXECUTION VERSION

GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Proliance International Inc. (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated July 1, 2007 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Silver Point Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as such term is defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 19 2007.

PROLIANCE INTERNATIONAL, INC.

By: 

Name: R A WISOT

Title: VICE PRESIDENT

STATE OF CONNECTICUT

SS.:

COUNTY OF NEW HAVEN

On this 19 day of July, 2007, before me personally came RICHARD A. WISOT to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the VICE PRESIDENT of PROLIANCE INTERNATIONAL, INC., a CORPORATION, and that s/he executed the foregoing instrument in the firm name of PROLIANCE INTERNATIONAL, INC., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


[NOTARY SEAL]

KAREN A. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2007

SCHEDULE A TO GRANT OF A SECURITY INTEREST

[Trademark Registrations and Applications]

10461596.2

TRADEMARK STATUS REPORT for Proliance International, Inc.
 Prepared by Delio Peterson, LLC
 Page 1

CLI	DOCKET NO	COUNTRY	MARK	SERIAL NO.	FILING DATE	REG NO.	REG. DATE	STATUS	RENEWAL DUE
PROL	40307	CANADA	ULTRA FUSED	527,603	8/27/84	321,058	11/28/86	I	11/28/16
PROL	41300	UNITED STATES	G&O	128,398	5/27/77	1,083,409	1/24/78	I	1/24/08
PROL	41307	CANADA	G & O	451,559	3/20/80	253,801	12/12/80	I	12/12/10
PROL	41308	CHINA	G & O	4271852	9/16/04	4271852	2/28/07	I	2/27/17
PROL	42200	UNITED STATES	ULTRA-FUSED	083,659	7/31/90	1,689,838	6/2/92	I	6/2/12
PROL	42208	CHINA	ULTRA FUSED	4271853	9/16/04	4271853	2/28/07	I	2/27/17
PROL	42226	MEXICO	ULTRA FUSED	100511	11/7/90	414511	5/26/92	I	11/7/10
PROL	42300	UNITED STATES	G&O	74/334,854	11/27/92	1,784,031	7/27/93	I	7/27/13
PROL	400025002	AUSTRALIA	ULTRA-SEAL	939276	1/6/03	939276	1/27/04	I	1/6/13
PROL	400026000	UNITED STATES	TRANSFRO (and Design)	76/343,559	11/29/01	2,782,707	11/11/03	I	11/11/13
PROL	400026008	CHINA	TRANSFRO	4271854	9/16/04	4271854	2/28/07	I	2/27/17
PROL	400026026	MEXICO	TRANSFRO	684184	10/25/04	863537	12/14/04	I	10/25/14
PROL	400028000	UNITED STATES	READY AIRE	428,478	6/2/83	1,292,081	8/28/84	I	8/28/14
PROL	400028007	CANADA	READY AIRE	508,192	8/17/83	303,014	5/24/85	I	5/24/15
PROL	400028008	CHINA	READY AIRE	4271855	9/16/04	4271855	2/28/07	I	2/27/17
PROL	400028026	MEXICO	READY AIRE	684185	10/25/04	863538	12/14/04	I	10/25/14
PROL	400029000	UNITED STATES	READY-AIRE	76/588,476	4/23/04	2,980,626	8/2/05	I	8/2/15
PROL	400030000	UNITED STATES	READY-RAD	153,588	12/27/77	1,103,835	10/10/78	I	10/10/08
PROL	400030008	CHINA	READY RAD	4271856	9/16/05	4271856	2/28/07	I	2/27/17
PROL	400030026	MEXICO	READY RAD	684186	10/25/04	863539	12/14/04	I	10/25/14
PROL	400031000	UNITED STATES	GDI (stylized)	74/300,218	8/3/92	1,768,567	5/4/93	I	5/4/13
PROL	400031008	CHINA	GDI	4271806	9/16/04			P	
PROL	400032000	UNITED STATES	GO/DAN INDUSTRIES	74/300,220	8/3/92	1,769,970	5/11/93	I	5/11/13
PROL	400032008	CHINA	GO/DAN INDUSTRIES	4271805	9/16/04			P	
PROL	400033000	UNITED STATES	READY-CORE	74/300,217	8/3/92	1,771,336	5/18/93	I	5/18/13
PROL	400033008	CHINA	READY CORE	4271804	9/16/05	4271804	2/28/07	I	2/27/17
PROL	400033026	MEXICO	READY CORE	684187	10/25/04	863540	12/14/05	I	10/25/14
PROL	400034000	UNITED STATES	LEMASTER ADAPTER	74/300,219	8/3/92	1,769,969	5/11/93	I	5/11/13

I=Issued P=Pending N=Not Filed/No Filing Particulars Available Yet

Revised - 7/3/07 RFC

TRADEMARK STATUS REPORT for Proliance International, Inc.
Prepared by Delio Peterson, LLC
Page 2

CLI	DOCKET NO	COUNTRY	MARK	SERIAL NO.	FILING DATE	REG NO.	REG. DATE	STATUS	RENEWAL DUE
PROL	400035000	UNITED STATES	HEATBUSTER	531,467	5/31/94	1,930,965	10/31/95	I	10/31/15
PROL	400035008	CHINA	HEATBUSTER	4305857	10/12/04	4305857	3/21/07	I	3/20/17
PROL	400035026	MEXICO	HEATBUSTER	684188	10/25/04	866007	1/27/05	I	10/25/14
PROL	400036000	UNITED STATES	TRUCK TOUGH	76/622,995	12/2/04	3,052,709	1/31/06	I	1/31/16
PROL	400037000	UNITED STATES	TRACTOR TOUGH	76/623,844	12/9/04			P	
PROL	400037007	CANADA	TRACTOR TOUGH	1,253,283	4/7/05			P	
PROL	400037026	MEXICO	TRACTOR TOUGH	702828	2/18/05			P	
PROL	400039026	MEXICO	PTOUGH	713417	4/21/05	911133	11/30/05	I	4/21/15
PROL	400040000	UNITED STATES	HBX	76/635,987	4/12/05			P	
PROL	400040007	CANADA	HBX	1,256,788	5/6/05			P	
PROL	400040026	MEXICO	HBX	725770	6/29/05	924969	3/22/06	I	6/29/15
PROL	400041000	UNITED STATES	WHIW400001080	74/516,871	4/25/94	1,998,980	9/10/96	I	9/10/16
PROL	400042000	UNITED STATES	E-RING	76/668,472	11/3/06			P	
PROL	400043011	CTM	PROLIANCE	4431953	5/11/05	4431953	10/16/06	I	5/11/15
PROL	410026008	CHINA	TRANSPRO	4513915	2/25/05			P	
PROL	410028008	CHINA	READY AIRE	4513912	2/25/05			P	
PROL	410028026	MEXICO	READY AIRE	714462	4/27/05	963309	11/24/06	I	4/27/15
PROL	410031008	CHINA	GDI	4513918	2/25/05			P	
PROL	410032008	CHINA	GO/DAN INDUSTRIES	4513914	2/25/05			P	
PROL	410040000	UNITED STATES	HBX (Sylized)	76/662,337	6/29/06	3,235,682		I	4/30/17
PROL	420026008	CHINA	TRANSPRO	4513916	2/25/05			P	
PROL	420028008	CHINA	READY AIRE	4513911	2/25/05			P	
PROL	420031008	CHINA	GDI	4513917	2/25/05			P	
PROL	420032008	CHINA	GO/DAN INDUSTRIES	4513913	2/25/05			P	
PROL		UNITED STATES	PROLIANCE		5/11/05			P	
PROL		CANADA	PROLIANCE		5/11/05			P	
PROL		MEXICO	PROLIANCE		5/11/05			P	
PROL	400043008	CHINA	PROLIANCE		4/3/07			P	
PROL	400043024	KOREA	PROLIANCE	40-2007-0030163	6/5/07			P	

I=Issued P=Pending N=Not Filed/No Filing Particulars Available Yet

Revised - 7/3/07 RFC

TRADEMARK STATUS REPORT for Proliance International, Inc.
 Prepared by Delio Peterson, LLC
 Page 3

CLI	DOCKET NO	COUNTRY	MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS	RENEWAL DUE
PROL	400043042	TAIWAN	PROLIANCE	096026791	6/6/07			P	
PROL		INDONESIA	PROLIANCE					P	
PROL		THAILAND	PROLIANCE					P	

I=Issued P=Pending N=Not Filed/No Filing Particulars Available Yet

Revised - 7/3/07 RFC